Welcome to the firm! For purposes of this class, we’ll be assuming that you are a recent law school graduate who has just joined our illustrious firm. I realize that, to the extent that law school courses train students for the practice of law, the training, for the most part, centers on litigation and the representation of clients in adversarial situations. Law students are taught to look at the facts in order to develop arguments to support a position in an adversarial situation and to determine the likely outcome of the controversy.

The role of the commercial lawyer is different. Of course, there can be adversarial aspects to every commercial transaction; however, the difference between the typical litigation and the typical commercial transaction is that the commercial transaction usually involves at least two parties trying to reach some sort of agreement on an issue. As a result, commercial lawyers must learn to appreciate what issues are important to each party. Sometimes the issues are irresolvable and so a deal cannot be reached. However, the job of the commercial lawyer is to avoid this possibility at all costs, as long as it remains in the client’s best interest to go forward with the deal.

In our work together, I will introduce you to the practice of commercial law, through a review and analysis of the necessary underlying substantive corporate law, and through the drafting and negotiation of some of the documents typically prepared in a general corporate practice.

My purpose is not to teach you how to write a particular kind of agreement, or how to deal with a particular issue. Rather, my purpose is to help you develop a way of thinking and approaching some of the issues you will encounter in a commercial practice. That said, you have a number of agreements to draft in our time together, and a number of issues to think about.

The successful practice of corporate law requires, among other things, keen analytical skills, good drafting and editing skills, and well-developed negotiating skills. Each of our sessions together will consist of some
combination of lecture, class discussion, and drafting to assist you in developing the following skills:

**Analytical skills:** the syllabus lists the required readings to assist you in thinking about issues in corporate practice, and to facilitate your active participation in useful classroom discussion.

**Drafting skills:** you will work on drafting exercises, some during class and some outside of class. During our time together, we will “do” an acquisition, from start to finish.

Before our first class, please:

1. **Register on the TWEN site:** You are required to register on the TWEN site for this class with an email address that you check regularly; go to [www.lawschool.westlaw.com](http://www.lawschool.westlaw.com) and select “TWEN” from the menu of items along the top of the page next to the current date. You will then be asked for your Westlaw password and for registration information (including your email address – this need not be the address issued by the Law School). To maximize the effectiveness of the TWEN system, please be sure to provide all requested information. You will then be given the opportunity to register for the TWEN website dedicated to this course (by choosing “Drop/Add a Course”). The website facilitates the exchange of ideas and provides interested students with an opportunity to participate in online discussions. Registration and participation are an essential part of this course. Students should check the website regularly throughout the semester.

2. **Please read the following for our first class:**

   [http://www.dos.ny.gov/corps/lpcorp.html#certlp](http://www.dos.ny.gov/corps/lpcorp.html#certlp)

3. **Please review the syllabus posted on TWEN for our first class.**

   See you in class!